

# CONSTITUTION OF THE FRIENDS OF THE GOVETT-BREWSTER ART GALLERY/LEN LYE CENTRE INCORPORATED

Registered Charitable Entity Number: CC23415 Date: 26 January 2026

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## INTRODUCTORY RULES

### 1. Name:

The name of the society is Friends of the Govett-Brewster Art Gallery/Len Lye Centre (in this Constitution referred to as the 'Society').

### 2. Charitable status:

The Society is registered as a charitable entity under the Charities Act 2005 as Registration Number CC23415.

### 3. Definitions:

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- **'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- **'Annual General Meeting'** means a meeting of the members of the Society held once per year which, among other things, will receive and consider annual reports on the Society's activities and finances.
- **'Chairperson'** means the Officer responsible for chairing Committee Meetings.
- **'Committee'** means the Society's governing body.
- **'Committee Member'** means a member of the committee.
- **'Conduct at Meetings'** means conduct Society business in a respectful manner, adhering to meeting procedure and attend committee meetings.
- **'Constitution'** means the rules in this document.
- **'Decision Maker'** means the committee, a sub-committee or person considered or appointed to consider a dispute, grievance or complaint.

- **'Deputy Chairperson'** means the Officer elected or appointed to deputise in the absence of the Chairperson.
- **'Gallery'** means Govett-Brewster Art Gallery| Len Lye Centre unless otherwise indicated'.
- **'General Meeting'** means either a General Meeting or a Special General Meeting of the members of the Society.
- **'Interested Member'** means a member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- **'Interests Register'** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- **'Matter'** means- a) the Society's performance of its activities or exercise of its powers; or b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- **'Member'** means a person who has consented to become a member of the Society and has been properly admitted to the Society who has not ceased to be a member of the Society.
- **'Membership Officer'** means the Officer responsible for recording applications for membership in the Register of Members.
- **'Notice'** to members includes any notice given by email, post, or courier; the failure for any reason of any member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- **'Objects'** - replaced with the word "Purpose"
- **'Officer'** means a natural person who is: a) a member of the Committee, or b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society.
- **'President'** means the Officer responsible for chairing General Meetings and Committee Meetings and who provides general leadership for the Society.
- **'Proxy'** means a member permitted in writing to vote on behalf of another member.
- **'Publicity Officer'** means the person responsible for managing the society's communications and promotional activities.
- **'Purpose'** refer to Section 4 'Purpose'. Replaces previously called 'Objects'.
- **'Quorum'** means sufficient financial members present at an Annual General Meeting and committee meetings and general meetings to conduct business of the Society.

- **'Rules'** mean the 'Constitution'.
- **'Register of Members'** means the Register of Members kept under this Constitution as required by section 79 of the Act.
- **'Resolution'** means a formal decision made by authority of the Committee as the governing body of the Society.
- **'Secretary'** means the Officer responsible for the matters specifically noted in this Constitution.
- **'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- **'Treasurer'** means the Officer responsible for financial records of the Society.
- **'Vice President'** means the same definition as 'Deputy Chairperson'.
- **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki /Matariki Observance Day, Labour Day, Christmas Day, Boxing Day, and New Years Day.
- **'Written Notice'** includes, but is not limited to print, email, or text message.

#### 4. Purpose:

The Purpose of the Friends of the Govett-Brewster Art Gallery / Len Lye Centre is to bring people together to socially and financially support the Gallery's exhibitions, programmes, and community impact. Championing the legacy of Len Lye, contemporary art, artists, diversity and creativity in and beyond Ngāmotu New Plymouth.

The Society must not operate for the purpose of, or with the effect of:-

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its members; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

And the Society will not operate for the financial gain of members simply if the Society:-

- engages in trade.

- pays a member for matters that are incidental to the purposes of the Society, and the member is a not-for-profit entity.
- distributes funds to a member to further the purposes of the Society, and the member:-
  - \* is a not-for-profit entity, and
  - \* is affiliated or closely related to the Society, and
  - \* has the same, or substantially the same, purposes as those of the Society.
- reimburses a member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- provides benefits to members of the public or of a class of the public and those persons include members or their families,
- provides educational scholarships or grants to members or their families,
- pays a member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society),
- provides a member with incidental benefits (for example, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under sub-part 5 of Part 5 of the Act to a member that is a not-for-profit entity.

## **5. Act and Regulations:**

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## **6. Restrictions on society powers:**

The Society must not be carried on for the financial gain of any of its members. The Society does not have the power to borrow money.

## **7. Registered office:**

The registered office of the Society shall remain at Govett-Brewster Art Gallery, Queen Street, New Plymouth 4310, New Zealand.

Changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

#### **8. Contact person:**

The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. Ordinarily the contact person would be the Secretary, but could otherwise be that of the President, or another Officer of the committee appointed by the committee at a General Meeting. The Committee shall appoint the contact person(s) by resolution.

The Society's contact person(s) must be:-

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

The name of the contact person(s) must be provided to the Registrar of Incorporated Societies, along with their contact details, including:-

- a physical address or an electronic address, and
- a telephone number.

Any change to the Contact Person(s) or their details must be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Society becoming aware of the change.

## **MEMBERS**

#### **9. Minimum number of members:**

The Society shall maintain a minimum number of members of either 20 members or the minimum number of members as required by the 2022 Act which is at least 10 members.

#### **10. Types of members:**

Membership, and the methods by which members are admitted are as follows:-

- **Member:** A Member is an individual or group admitted to membership under this Constitution and who or which has not ceased to be a Member.
- **Paid Life Member:** A Paid Life Member is a person that has paid the required fee to be a member in perpetuity. A Life Member shall have all the rights and privileges of a member and shall be subject to all the same duties as a member except those of paying subscriptions and levies. Note: This class of membership includes all previous members known as 'Members-in-Perpetuity' who became Life Members in 2015.

- **Honorary Life Member:** An Honorary Life Member is a person honoured for services to the Society or in an associated field elected as an Honorary Life Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Life Member shall be exempt from annual subscriptions, shall be eligible to attend any meetings of the Society and speak on any matters before the meeting but shall not be entitled to vote.

There shall be four (5) classes of members of the Society: (a) Single (b) Double/Family Group (c) Student in full-time study (d) Paid Life Member (e) Honorary Life Member

#### **11. Becoming a member - consent:**

All members must agree to the society's terms. This consent can be provided either physically (signature/tick box) or electronically (email/digital signature/check box) and will be recorded by the society. Gifted memberships also require this consent.

#### **12. Becoming a member - process:**

An applicant for membership must complete the Friends Membership Application Form, supply any information as may be reasonably required by the Committee regarding an application for membership and will become a member on acceptance of that application by the Committee. If an applicant is not able to complete a written application due to a disability or other reason, then the committee may accept an application form completed by another member on their behalf.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

The signed or electronic consent of each person to become a member of the Society shall be retained in the Society's membership records. The application form will include a Clause giving or declining permission to publish some or all of the supplied information on a list prepared for circulation amongst members.

#### **13. Expectations of membership:**

Every member shall provide the Society in writing with that member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

All members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

#### **14. Subscriptions and fees:**

The annual subscription and any other fees for membership for the following financial year (1 July to 30 June) shall be set by resolution of an Annual General Meeting on the recommendation of the Committee.

Any member failing to pay the annual subscription within 3 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid by the end of the financial year the subscription was due, the Committee may revoke the membership.

#### **15. Ceasing to be a member:**

A Member ceases to be a Member:-

- by resignation from that member's class of membership by written notice signed by that member to the Committee, or
- on termination of a member's membership following a dispute resolution process under this Constitution, or
- on a member's death, or
- by resolution of the Committee where in the opinion of the Committee the member has brought the Society into disrepute.

Cessation of membership with effect from (as applicable):-

- the date of receipt of the member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- the date of termination of the member's membership under this Constitution, or
- the date of death of the member, or
- the date specified in a Resolution of the Committee and when a member's membership has been terminated the Committee shall promptly notify the former member in writing.

#### **16. Obligations once membership has ceased:**

A member who has ceased to be a member under this Constitution:-

- remains liable to pay all subscriptions and other fees to the Society's next balance date,
- shall cease to hold himself or herself out as a member of the Society, and
- shall return to the Society all material provided to members by the Society, ie lanyard
- shall cease to be entitled to any of the rights of a Society member.

#### **17. Becoming a member again:**

Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by Resolution of the Committee. But, if a former member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a Resolution passed by a simple majority of those attending and voting at a General Meeting on the recommendation of the Committee.

## **GENERAL MEETINGS**

### **18. Procedures for all general meetings:**

The Committee shall give all members at least 10 Working Days notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the members at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more members do not receive the Notice of the General Meeting.

Only financial members may speak and vote at General Meetings:-

- in person, or
- by a signed original written proxy or an email from the address on file (a copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to the Committee before the commencement of the General Meeting, with the condition of a maximum of 2 Proxy votes per member, and
- no other proxy voting shall be permitted.

No General Meeting may be held unless at least 15 eligible financial members attend the meeting which will include accepted Proxy votes as noted above, and this will constitute a Quorum.

If, within half an hour after the time appointed for a meeting a Quorum is not present, the meeting if convened upon request of members - shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those members present in person or by proxy shall be deemed to constitute a sufficient Quorum.

A member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by Proxy and voting at a General Meeting.



Any decisions made when a Quorum is not present are not valid.

Resolutions may not be passed in lieu of a General Meeting.

General Meetings may be held at one or more venues by members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.

Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a General Meeting may:-

- With the consent of a simple majority of members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
- In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

The Committee may propose Motions for the Society to vote on which shall be notified to members with the notice of the General Meeting. Any financial member may request a Motion be voted on at a General Meeting by giving to the Secretary or any other Officer in writing at least 5 Working Days before the meeting. The member shall also provide information in support of the Motion.

## **19. Minutes:**

The Society shall keep Minutes of all Meetings, for a period of 7 years.

## **20. Annual General Meetings - when they will be held:**

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply. The Annual General Meeting must be held no later than 6 months after the balance date of the Society.

## **21. Annual General Meetings - business:**

The business of an Annual General Meeting shall be to:-

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the Society,
- adopt the Committee's report on the finances of the Society, and the annual financial statements,
- elect the President, Vice President, Secretary, Treasurer, Membership Officer, Publicity Officer and other members to make up the Committee for the current year,
- make provision to pay the member elected or appointed as the Secretary/Treasurer, if a combined position who is the same person, a yearly Honorarium, the amount to be set at each Annual General Meeting,
- set any subscriptions for the following financial year,
- consider any motions of which prior notice has been given to members with notice of the Meeting, and
- consider any general business which shall be advised to the Chairperson prior to the commencement of the Annual General Meeting at the Chairperson's discretion.

The Committee shall, at each Annual General Meeting, present the following information:-

- an annual report on the operation and affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## **22. Special General Meetings:**

Special General Meetings may be called at any time by the Committee by Resolution.

The Committee must call a Special General Meeting if it receives a written request signed by at least 10 percent of members.

Any resolution or written request must state the business that the Special General Meeting is to deal with. No additional business shall be considered at the Special General Meeting.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting.

## **COMMITTEE**

### **23. Committee composition:**

The Committee shall comprise up to 10 financial members, six (6) of whom will be Officers of the Society and an additional four (4) financial members elected as Committee members. Officers are President, Vice President, Secretary, Treasurer, Membership Officer, Publicity Officer and will include the ex-officio post of the Gallery Director or their nominated appointee.

### **24. Functions of the committee:**

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **25. Powers of the Committee:**

The Committee has all the powers necessary for managing - and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **26. Sub-committees:**

The Committee may appoint sub-committees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:-

- the Quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
- a sub-committee must not further delegate any of its powers.

### **27. General matters - committees:**

The committee and any sub-committee may act by Resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next committee or subcommittee meeting.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

## **COMMITTEE MEETINGS**

### **28. Procedure:**

The Quorum for committee meetings is half the number of members of the committee plus one.

A meeting of the committee may be held either:-

- by a number of the members of the Committee who constitute a Quorum, being assembled together at the place, date and time appointed for the meeting; or
- by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a Quorum can simultaneously hear each other throughout the meeting.

A Resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Each Officer on the Committee shall have one vote.

The members of the Committee shall elect one of their number as chairperson of the Committee. If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any Resolution of the Committee.

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

### **29. Frequency:**

The Committee shall meet monthly or at least bi-monthly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

The Secretary, or other committee member nominated by the committee, shall give to all committee members not less than 5 Working Days notice of committee meetings, but in cases of urgency a shorter period of notice shall suffice.

## **OFFICERS**

### 30. Qualifications of officers:

Every Officer must be a natural person who:-

- has consented in writing to be an officer of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers are disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, if they are:-

- a person who is under 16 years of age
- a person who is an undischarged bankrupt
- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:-
  - \* an offence under subpart 6 of Part 4 of the Act
  - \* a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - \* an offence under section 143B of the Tax Administration Act 1994
  - \* an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  - \* a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- a person subject to:-
  - \* a banning order under subpart 7 of Part 4 of the Act, or
  - \* an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - \* a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

\* a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

\* an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer or a Committee member, a person must:-

\* consent in writing to be an Officer or Committee member, and

\* certify in writing that they are not disqualified from being elected or appointed as an Officer or a Committee member either by this Constitution or the Act.

Note that only a natural person may be an Officer or Committee member and each certificate shall be retained in the Society's records.

### **31. Officers' and Committee Members' duties:**

At all times each Officer and each Committee member:-

- shall act in good faith and in what he, she, they believes to be in the best interests of the Society,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation: the nature of the Society, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by them,
- must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- must not agree to the Society incurring an obligation unless he, she, they believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so, and
- must adhere respectfully to meeting procedure and attend scheduled meetings.

### **32. Election or appointment of officers:**

The election of Officers shall be conducted as follows:-

- Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by Resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
- A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 5 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers. The scrutineers cannot be voting members.
- The failure for any reason of any financial member to receive such Notice of the general meeting shall not invalidate the election.
- In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

### **33. Term:**

The term of office for all Officers elected to the committee shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. Re-election at the next Annual General Meeting is permitted.

No Chairperson shall serve for more than 3 consecutive years as Chairperson. They may serve longer only if a majority of the committee votes to approve an extension before the current term expires.

### **34. Removal of officers:**

An Officer shall be removed as an Officer by resolution of the committee or the Society where in the opinion of the committee or the Society:-

- The Officer elected to the committee has been absent from 5 consecutive committee meetings without leave of absence from the Committee.
- The Officer has brought the Society into disrepute.
- The Officer has failed to disclose a conflict of interest,

with effect from (as applicable) the date specified in a resolution of the Committee or Society.

### **35. Ceasing to hold office:**

An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

### **36. Conflicts of interest**

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):-

- to the Committee and or sub-committee, and
- in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the matter.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter:-

- must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and



- must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

## **RECORDS**

### **37. Register of Members**

The Society shall keep an up-to-date Register of Members. The information shall be kept confidential to be used only for membership purposes.

For each current member the information contained in the Register of Members shall include:-

- their name, and
- the date on which they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown'),
- and their contact details, including - a physical address or an electronic / email address (if any) a postal address (if different to a physical address) a telephone number used by the person.

The register will also include whether the member is financial or nonfinancial. Every current member shall promptly advise the Society of any change of the member's contact details.

The Society shall also keep a record of the former members of the Society. For each member who ceased to be a member within the previous 7 years, the Society will record: The former member's name, and the date the former member ceased to be a member.

### **38. Interests Register**

The Committee shall at all times maintain a confidential and up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

**Access to information for members:** A member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request:-

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period if the member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:-

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its members, or
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- the information is not relevant to the operation or affairs of the society, or
- withholding the information is necessary to maintain legal professional privilege, or
- the disclosure of the information would, or would be likely to, breach an enactment, or
- the burden to the Society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- the request for the information is frivolous or vexatious, or
- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Society requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the member informs the Society:-

- that the member will pay the charge; or
- that the member considers the charge to be unreasonable. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **FINANCES**

### **39. Control and management**

The funds and property of the Society shall be:-

- controlled, invested and disposed of by the Committee, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Society.

The Committee shall maintain at least one bank account in the name of the Society.

All money received on account of the Society shall be banked within 5 Working Days of receipt. Apart from payments that come in through the Gallery shop, (i.e. tickets and membership sales). These will be processed periodically by agreement between the Gallery and the Committee.

All payments must be approved by the Committee and authorised by at least two (2) Committee members in accordance with the Society's bank mandate. Any payment made before approval must be reported to and confirmed by the Committee at its next meeting. Any Committee member who has a direct or indirect personal, financial, or other interest in a payment or transaction must declare that interest and abstain from any discussion or decision on the matter. The declaration and any abstention must be recorded in the minutes.

The Committee must ensure that there are kept at all times accounting records that:-

- correctly record the transactions of the Society, and
- allow the Society to produce financial statements that comply with the requirements of the Act, and
- would enable the financial statements to be readily and properly audited or reviewed if required by the Society's Constitution.

The Committee shall establish and maintain a satisfactory system of control of the Society's accounting records.

The accounting records shall be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

For accounting purposes, the Society is expected to be a Tier 4 entity unless its size or activities require reporting under a higher tier. The Committee is responsible for ensuring the preparation of a Performance Report at the end of each financial year. The Performance Report and a report on the Society's activities for the year shall be submitted to members for discussion and adoption at the Annual General Meeting.

While the Society qualifies as a Tier 4 entity, there is no statutory requirement for the Performance Report to be audited or reviewed. The Committee may, by resolution, decide to have the Performance Report and financial records reviewed by an independent person. Any such appointment shall be confirmed at the Annual General Meeting. The independent person shall not be a member of the Society and may be honorary or remunerated as determined by the Committee. The independent person shall be entitled to require the production of all books, papers, and documents relating to the Society.

#### **40. Balance date:**

The Society's financial year shall commence on 1st July of each year and end on 30th June (the latter date being the Society's balance date).

## **DISPUTE RESOLUTION**

#### **41. Meanings of dispute and complaint:**

A dispute is a disagreement or conflict involving the Society and/or its members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:-

- 2 or more members
- 1 or more members and the Society
- 1 or more members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations:-

- a member or an Officer has engaged in misconduct
- a member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- a member's rights or interests as a member have been damaged or member's rights or interests generally have been damaged.

A member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:-

- states that the member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the Society.

The Society may make a complaint involving an allegation against a member or an Officer by giving to the member or Officer a notice in writing that:-

- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

All members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## **42. How complaint is made:**

A member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:-

- states that the member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- sets out any other information reasonably required by the Society.

The Society may make a complaint involving an allegation or allegations against a member or an Officer by giving to the member or Officer a notice in writing that:-

- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation to which the dispute relates.

The information given above must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

#### **43. Person who makes complaint has right to be heard:**

A member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Society makes a complaint:-

- the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- an Officer may exercise that right on behalf of the Society.

Without limiting the manner in which the member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:-

- they have a reasonable opportunity to be heard in writing or at an oral hearing; and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and

- the member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

#### **44. Investigating and determining dispute:**

The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

#### **45. Society may decide not to proceed further with complaint**

Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:-

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:-
  - \* that a member or an Officer has engaged in material misconduct:
  - \* that a member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
  - \* that a member's rights or interests or members' rights or interests generally have been materially damaged:
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.

#### **46. Society may refer complaint**

The Society may refer a complaint to:-

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga- based practice).

#### **47. Decision makers:**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:-

- impartial; or
- able to consider the matter without a predetermined view.

## **LIQUIDATION AND REMOVAL FROM THE REGISTER**

#### **48. Resolving to put society into liquidation:**

The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 Working Days written Notice to all members of the proposed Resolution to put the Society into liquidation. The Committee shall give written Notice to all members of the General Meeting at which any such proposed resolution is to be considered. The Notices shall include all information as required by section 228(4) of the Act.

Any resolution to put the Society into liquidation must be passed by a simple majority of all members present and voting.

#### **49. Resolving to apply for removal from the register:**

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 Working Days written Notice to all members of the proposed Resolution to remove the Society from the Register of Incorporated Societies.

The Committee shall give written Notice to all members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any Resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all members present and voting.

#### **50. Surplus assets:**

If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.



On the liquidation or removal of the Society from the Register of Incorporated Societies , its surplus assets - after payment of all debts, costs and liabilities - revert to the Gallery, to be ring-fenced in accordance with their purpose.

However, in any Resolution under this Rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

## ALTERATIONS TO THE CONSTITUTION

### 51. Amending this Constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to members as required by section 31 of the Act which provides a procedure for making minor or technical amendments to a society's constitution without needing a full general meeting, but requires sending written notice to members and allowing a period for objections before the amendment can be made by the committee.

Any proposed Resolution to amend or replace this Constitution shall be given in writing to the membership at least 20 Working Days before the general meeting at which the Resolution is to be considered and accompanied by an explanation of the reasons for the proposal. Agreement to the amendment or amendments or replacement shall be by a simple majority of voting members present at a general meeting advised to the membership at least 20 Working Days prior to the meeting.

When an amendment is approved by a general meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

## GENERAL

- **Branding** - is to be consistent with the Govett-Brewster Art Gallery/Len Lye Centre and for branding purposes Friends of Govett-Brewster Art Gallery/Len Lye Centre is permitted to be used.
- **Publicity** - all press releases and social media communications on behalf of the Society shall only be made by persons duly authorised by the committee with the prior approval of the Govett-Brewster Art Gallery/Len Lye Centre.
- **The Common Seal** - In terms of the Incorporated Societies Act 2022 a Common Seal is optional. The Society's existing Common Seal will be kept in the custody of the Secretary of the Society and may only be affixed to any document by Resolution of the Committee and minuted appropriately.

- **The Director**, by any future Title, or their representative of the Govett-Brewster Art Gallery/Len Lye Centre is an ex-officio member of the committee with full voting rights.
  - **The Director** of the Govett-Brewster Art Gallery/Len Lye Centre shall have the power of Veto over any proposition which in the opinion of the Director is in conflict with the purpose and policies of the Gallery.
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**President:** \_\_\_\_\_ (Signed)      **Name:** \_\_\_\_\_

**Secretary:** \_\_\_\_\_ (Signed)      **Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_